

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., et al.¹

Debtors.

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. ____

**ORDER GRANTING MOTION OF DEBTORS TO DETERMINE TAX LIABILITY
AND STAY PROCEEDINGS**

Upon the *Motion of Debtors To Determine Tax Liability and Stay Proceedings* (this “**Motion**”);² and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of these Chapter 11 Cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules, and that, except as otherwise ordered herein, no other or further notice is necessary; and objections (if any) to the Motion having

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Motion.

been withdrawn, resolved or overruled on the merits; and this Court having found and determined that the relief set forth in this Order is in the best interests of the Debtors and their estates; and that the legal and factual bases set forth in the Motion, and at the hearing (if any) establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to section 505(a) of the Bankruptcy Code, the Court finally determines that the Asserted Market Values set forth on **Schedule 1** attached hereto will be the Adjusted Market Values upon which the tax rolls will be set and will serve as the appropriate bases upon which the Taxing Authorities are to compute taxes for the tax years 2024 and 2025.
3. All tax-related administrative or state proceedings (whether administrative hearings, administrative appeals, judicial appeals, or state court litigation) related to the valuation of the Property and related deadlines shall be stayed from entry of this Order until the Court orders otherwise. This Order does not preclude the parties from informal settlement efforts.
4. Nothing contained in this Order shall impair the rights of the Debtors to seek, pursuant to section 505 of the Bankruptcy Code, a refund of any taxes previously paid with respect to the Property.
5. All rights of the Debtors or their successors to object to claims of the Texas Authorities on any other grounds, and to amend, modify, and/or supplement this Omnibus Objection are preserved.
6. Nothing in the Motion or this Order shall be deemed or construed to (a) constitute an admission as to the validity or priority of any claim against the Debtors, (b) an implication or admission that any particular claim is of the type specified or defined in the Claim, Motion, or

Order, and/or (c) constitute a waiver of the Debtors' or their successors' rights to dispute the Claims or any other claim on any other grounds.

7. Notwithstanding any applicability of any of the Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Parties are authorized to take all actions necessary and appropriate to give effect to this Order.

9. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.